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Official Public Records

Tarrant County Texas

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AMENDMENT TO OIL AND GAS LEASE

THE STATE OF TEXAS §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TARRANT §
§

WHEREAS, on February 20th, 2008, an Oil and Gas Lease was entered into by and between **Wilfed Dean Neely and wife, Sueko Yamaki Neely**, whose address is 2022 Newbury Drive, Arlington, Texas 76014, herein called ("Lessor," whether one or more), and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); which is recorded in the Official Public Records of Tarrant County, Texas as **D208109870**; and,

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to revive and amend said Oil and Gas Lease as set forth below:

- 1) The Lease states that the Lessor(s) is as follows:

Wilfed Dean Neely and wife, Sueko Yamaki Neely

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas as follows:

The LESSOR IDENTIFICATION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Lessor Identification:

Wilfred Dean Neely and wife, Sueko Yamaki Neely

- 2) The Lease states that the land covered thereby (the "leased premises") is described as follows:

0.165 acres, more or less, being Lot 11, Block 7, of Brandyridge, Phase One, an Addition to the City of Fort Worth, Tarrant County, Texas, and being those same lands more particularly described in a Correction Warranty Deed with Vendor's Lien dated February 15, 1980 and recorded in Volume 6891, Page 470, of the Deed Records, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas as follows:

The PROPERTY DESCRIPTION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Property Description:

0.165 acres, more or less, situated in the William Hayman Survey, A-642, and being Lot 11, Block 7, of Brandyridge, an addition to the City of Arlington, Tarrant County, Texas, according to the map or plat thereof recorded in Volume 388-116, Page 17, Plat Records, Tarrant County Texas.

WHEREAS, the Lessor hereby grants and leases the Lease Premises to the Lessee on the terms and conditions set forth in the Lease, as amended hereby, and the Lessor hereby revives, adopts, ratifies and confirms the Lease, as amended hereby, and agrees that the Lease, as amended hereby is a valid and subsisting lease in full force and effect in accordance with its terms and provisions, as amended; and,

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 20th day of February, 2008, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor(s) herein.

Lessor:

By: Wilfred Neely
Wilfred Dean Neely

By: Sueko Yamaki Neely
Sueko Yamaki Neely

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: _____

ACKNOWLEDGMENTS

STATE OF TEXAS
COUNTY OF TARRANT

This foregoing instrument was acknowledged before me on the 10th day of
March 2011, by Wilfred Dean Neely.



Brenda Hampton-Higgin
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF TARRANT

This foregoing instrument was acknowledged before me on the 10th day of
March 2011, by **Sueko Yamaki Neely**.



Brenda Hampton Higgin
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
CITY OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of _____

STATE OF _____ §
CITY OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by _____ of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____